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RECORDATION NO.

25389-B FILED

FEB 1 '05

4-33 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

February 1, 2005

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of February 1, 2005. The primary document to which this is connected is recorded under Recordation No. 25389. We request that one copy of this document be recorded under Recordation No. 25389-B.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

Lessees:

RailTex, Inc.  
RailAmerica Transportation Corp.  
5300 Broken Sound Boulevard N.W.  
Second Floor  
Boca Raton, FL 33487

BALL JANIK LLP

Honorable Vernon A. Williams  
February 1, 2005  
Page 2

Guarantor:

RailAmerica, Inc.  
5300 Broken Sound Boulevard N.W.  
Second Floor  
Boca Raton, FL 33487

A description of the equipment covered by the Memorandum of Lease Agreement consists of two SD-40-2 locomotives numbered AGR 4059 and IORY 4061 (formerly numbered NREX 5678).

A fee of \$ 32.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, RailTex, Inc., and RailAmerica Transportation Corp., 5300 Broken Sound Boulevard N.W., Second Floor, Boca Raton, FL 33487, and RailAmerica, Inc., 5300 Broken Sound Boulevard N.W., Second Floor, Boca Raton, FL 33487, covering two SD-40-2 locomotives numbered AGR 4059 and IORY 4061 (formerly numbered NREX 5678).

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 25394B FILED

FEB 1 '05

**4-33PM**

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

dated as of February 1, 2005

among

**RAILTEX, INC.,  
as Co-Lessee,**

and

**RAILAMERICA TRANSPORTATION CORP.  
as Co-Lessee,**

and

**RAILAMERICA, INC.,  
as Guarantor,**

and

**LASALLE NATIONAL LEASING CORPORATION,  
as Lessor**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301**

on \_\_\_\_\_, \_\_\_\_\_ at \_\_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 1, 2005, by and among LASALLE NATIONAL LEASING CORPORATION ("Lessor") and RAILTEX, INC. and RAILAMERICA TRANSPORTATION CORP. (jointly "Lessee") and RAILAMERICA, INC. ("Guarantor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Equipment Lease Agreement dated as of November 6, 1997, as amended, and Equipment Schedule No. D-3 thereto and incorporating the terms thereof, dated as of February 1, 2005, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee (as successor in interest to ParkSierra Corp. which, in turn was successor in interest to Arizona & California Company Limited Partnership).

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. Guarantor has agreed to guaranty all of Lessee's obligations now existing or hereafter arising under the Lease with respect to such railcars as set forth in that certain Equipment Lease Guaranty dated September 10, 2002 (the "Guaranty") by Guarantor in favor of Lessor. The Guaranty shall be effective as of the date hereof.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By: TLm. Jaschik  
Name: THOMAS M. JASCHIK  
Title: GROUP SENIOR VICE PRESIDENT

RAILTEX, INC.

By: Larry W Bush  
Name: Larry Bush  
Title: VP & Treasurer

RAILAMERICA TRANSPORTATION CORP.


By: Larry W Bush  
Name: Larry W Bush  
Title: VP & Treasurer

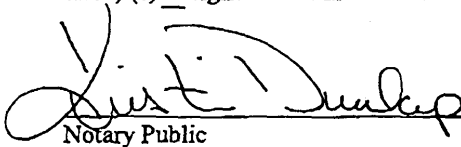
RAILAMERICA, INC.

By: Larry W Bush  
Name: Larry W Bush  
Title: VP & Treasurer

STATE OF FLORIDA )  
COUNTY OF PAUM BUCH ss.


On this 31<sup>st</sup> day of Jan., 2005, before me appeared LARRY BUSH the person who signed this instrument, who acknowledged that (s)he is the V.P. of RAILTEX, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

 Kristin Dunlap  
My Commission DD067857  
Expires December 27, 2005

  
Notary Public

My commission expires:

Dec. 27, 2005

 Kristin Dunlap  
My Commission DD067857  
Expires December 27, 2005

PERSONALLY KNOWN: X  
PRODUCED I.D.:

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) ss.

On this 31<sup>st</sup> day of Jan., 2005, before me appeared Loopy Bush the person who signed this instrument, who acknowledged that (s)he is the V.P. of RAILAMERICA TRANSPORTATION CORP. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Kristin Dunlap  
My Commission DD067857  
Expires December 27, 2005

Kristin Dunlap  
Notary Public

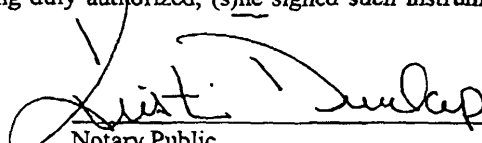
My commission expires:

PERSONALLY KNOWN: X  
PRODUCED I.D.: —

STATE OF FLORIDA )  
COUNTY OF PAUM BEACH ) ss.

On this 31<sup>st</sup> day of Jan., 2005, before me appeared Larry Bush, the person who signed this instrument, who acknowledged that (s)he is the V.P. of RAILAMERICA, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]  Kristin Dunlap  
My Commission DD067667  
Expires December 27, 2005

  
Notary Public

My commission expires: 12-27-05

PERSONALLY KNOWN: X  
PRODUCED I.D.:

STATE OF MARYLAND    )  
  ) ss.  
COUNTY OF BALTIMORE )

On this 31 day of January, 2005, before me appeared Thomas M. Joschik, the person who signed this instrument, who acknowledged that (s)he is the Group Senior Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Dana L. McGurk  
Notary Public

My commission expires:

November 1, 2007

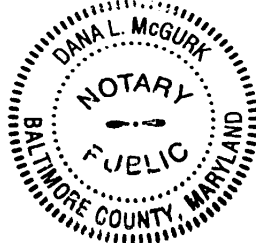
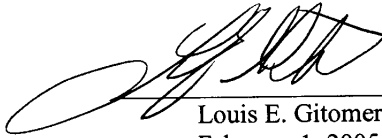


EXHIBIT NO. 1

Two SD-40-2 locomotives numbered AGR 4059 and IORY 4061 (formerly numbered NREX 5678).

# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of February 1, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
February 1, 2005